



# **NEWFOUNDLAND and LABRADOR SOCCER ASSOCIATION**

[www.nlsa.ca](http://www.nlsa.ca)

## **Constitution and By-Laws**

Last Amended on April 4, 2020

## **1 GENERAL**

- 1.1 The name of the organization shall be the Newfoundland and Labrador Soccer Association Incorporated, hereinafter referred to as “The Association”, which shall be the governing body of soccer (Futsal, indoor and outdoor) in the Province of Newfoundland and Labrador.
- 1.2 The Association shall be affiliated with and under the jurisdiction of the Canadian Soccer Association, and subject to the rules and regulations of that body.
- 1.3 The Association is incorporated under the Corporations Act (Newfoundland and Labrador) as a not for profit corporation with no authorized share capital and is to be carried on without monetary gain to its Members. Profits to the corporation are to be used in furthering its undertakings.

## **2 OBJECTIVES**

- 2.1 The objectives of The Association are:
  - a) To provide leadership in the development of soccer in the Province.
  - b) To cooperate with and assist all levels of government so that the best interests of soccer are maintained and served.
  - c) To aid and advise in the establishment of policies for the development of soccer.
  - d) To establish and maintain liaison and cooperation with the Membership of The Association.
  - e) To promote, foster and develop soccer in the Province by assisting in the development of new Members, facilities and programs.

## **3 HEAD OFFICE**

- 3.1 The Association’s head office shall be located in the Province of Newfoundland and Labrador at a location decided by The Association’s membership at a General Meeting.

## **4 CORPORATE SEAL**

- 4.1 The Association shall have a Corporate Seal, which shall be maintained at the office of The Association. All documents bearing the seal shall be signed by two (2) properly-designated signing officers. (April, 2005)

## **5 FISCAL YEAR**

- 5.1 For the purpose of The Association, the financial year shall be from the 1st day of January to the 31st day of December following, both inclusive.

## **6 EXECUTIVE BOARD (November, 2013)**

- 6.1 The business of The Association shall be conducted in accordance with these By- Laws and The Association's Rules and Regulations, by an Executive Board, hereinafter referred to as "The Board," which shall be comprised as follows:
- 6.1.1 Immediate Past President
  - 6.1.2 President
  - 6.1.3 Vice President Senior Men
  - 6.1.4 Vice President Senior Women
  - 6.1.5 Vice President Youth
  - 6.1.6 Secretary
  - 6.1.7 Treasurer
  - 6.1.8 Regional Directors, or approved Alternates
- 6.2 The Immediate Past President may sit as a member of The Board in an advisory capacity only, with no vote, for a maximum of two (2) years as long as s/he is Immediate Past President.
- 6.3 The Board shall have the authority to appoint other directors as deemed beneficial to the running of the operations of The Association. The Term of Office for any appointee under this clause shall be until the following AGM.

## **7 MEMBERSHIP (November, 2013)**

- 7.1 Membership in The Association is voluntary and shall consist of:
- 7.1.1 **Regional Associations** being Associations responsible for the promotion and development of soccer in the regions as outlined in clause 8.1 and includes clubs and their membership located in those regions.
  - 7.1.2 **Affiliate Members** being Clubs, and their membership, in good standing, where regional associations have not been officially established. Affiliate Clubs in good standing shall be entitled to vote at any General Meeting of The Association.
  - 7.1.3 Associate Membership being Organizations operating within the boundaries of The Association including but not limited to affiliated leagues (indoor and outdoor), school, college and university leagues, and referees', coaches' and trainers' associations. Each Associate

Member in good standing shall have a voice but no vote at all meetings of The Association.

7.1.4 **Life Membership** being an individual who through years of dedicated service and support to The Association, has been found worthy of this recognition. Life Membership shall be when and as conferred by the Board.

7.2 Associations from outside its jurisdiction who have been accepted as full / partial Members into The Association.

7.3 Any Member may withdraw from The Association upon filing a written notice to The Board. Such withdrawal will be effective thirty (30) days after the receipt of the notification. Acceptance of this withdrawal will be based on the fact that the Member has paid, to The Association, all outstanding accounts including membership and other service fees.

7.4 Any Member, for just cause, may be required to withdraw from the Association by a vote of three-quarters of the Members present and eligible to vote at any general meeting.

7.5 Only a Member in good standing may exercise rights as established in the By-Laws and the Rules and Regulations of The Association.

7.6 To be in good standing a Member must have all monies owing paid and be in compliance with the By-Laws and the Rules and Regulations of The Association.

7.7 A Region, club or individual may be placed in bad standing by The Board because of non-compliance with the By-Laws and / or the Rules and Regulations of The Association or for non-payment of any monies due to The Association. Before taking this action, the matter must be discussed at a Board meeting and approved by a simple majority of the voting Members present.

7.8 Any loss in membership rights shall become effective immediately following written notification being given to the Member by The Association.

## **8 REGIONAL ASSOCIATIONS (November, 2013)**

8.1 The Association will recognize the following regions as full voting Members at all Meetings of The Association and as being responsible for soccer programs and development in each of the following geographic areas.

8.1.1 Avalon Region                      All areas of the Eastern Avalon Peninsula, but excluding the municipal boundaries of St. John's and Mount Pearl, CBS, and Paradise and including the town of Bay Bulls and the Southern Shore

8.1.2 Paradise                              All areas within the municipal boundaries of the Town of Paradise.

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|--------|------------------------------|--|
| 8.1.3  | Burin Peninsula Region       | Goobies south to include the full Burin Peninsula  |
| 8.1.4  | Central Region               | Port Blandford west to include all communities east of Deer Lake   |
| 8.1.5  | CBS                          | All areas within the municipal boundaries of CBS   |
| 8.1.6  | Labrador East Region         | Churchill Falls and east   |
| 8.1.7  | Labrador West Region         | Labrador City to Wabush  |
| 8.1.8  | Mount Pearl Region           | All areas within the municipal boundaries of Mount Pearl   |
| 8.1.9  | Trinity Conception Placentia | All areas of the Avalon Peninsula, including Placentia and area, Clarenville and the Bonavista Peninsula, but excluding the Avalon Region, the municipal boundaries of St. John's, Mount Pearl and CBS |
| 8.1.10 | St. John's Region            | All areas within the municipal boundaries of St. John's  |
| 8.1.11 | Western Region               | Deer Lake and west extending from St. Anthony to Port aux Basques  |
- 8.2 To apply for Regional status a club must:
- 8.2.1 be immediately subordinate to The Association,
  - 8.2.2 for the purpose of administrative jurisdiction, have a defined geographic boundary, within the Province, approved by The Association,
  - 8.2.3 have at least eight hundred (800) registered players, or such geographical characteristics as would require a separate Region (as approved by the membership),

## **9 FEES**

- 9.1 Members, as outlined in clauses 7.1 i), ii), iii) and v), shall pay such membership fees (based on the number of players, coaches, managers, officials and volunteers registered with clubs within their jurisdiction) at such time and in such amount as may be provided for in the Rules and Regulations.

## **10 MEETINGS**

10.1 Meetings of The Board shall be held a minimum of six (6) times each year with all meetings being at the call of the President.

10.2 Annual General Meeting

10.2.1 An Annual General Meeting (AGM) shall take place within 120 days after the end of the Association's fiscal year, and shall be held at a location selected by The Board.

10.2.2 All Members shall receive at least thirty (30) days notice of the Annual Meeting, with such notice being published on the Association's web site.

10.2.3 The purpose of the Annual General Meeting shall be:

- a) to present reports relating to the most recently completed fiscal year of the Association, and
- b) to finalize planning for playing of the current outdoor season

10.2.4 The order of business at the Annual General Meeting shall be:

- a) Call to Order
- b) Presentation of Credentials and Roll Call
- c) Adoption of Agenda
- d) Appointment of Resolutions Officer
- e) Adoption of Minutes of the last Annual General Meeting
- f) Business Arising from Minutes
- g) President's Report
- h) Vice President Youth Report
- i) Vice President Senior Men's Report
- j) Vice President Senior Women's Report
- k) Treasurer's Report
  - i) Appointment of Auditors
- l) Technical Reports
  - i) Technical Chairperson
  - ii) Director of Officials

- iii) Technical Staff Reports
- m) Other Reports
  - i) Business Manager
  - ii) Regional Directors
  - iii) Competitions
- n) Amendments to the Rules and Regulations  
(Rules and Regulation may be tabled for information purposes but can be changed by a majority vote at regular Board meetings).
- o) Planning Meetings (if required)
- p) Amendments to the By-Laws / Constitution
- q) Election of Officers
- r) New Business
- s) Adjournment

Alterations to the agenda may be made with the approval of the voting delegates if it is deemed to be in the better interests of The Association.

### 10.3 **Special General Meeting (SGM)**

- 10.3.1 A Special General Meeting of The Association shall be convened by the President:
  - a) at the request of a majority of the voting members of The Board;
  - b) or at the request of a majority of the Regional Associations.
- 10.3.2 A Special General Meeting must be held within thirty (30) days of receipt of the written request.
- 10.3.3 All Members shall receive fourteen (14) days clear notice of the subject to be discussed, and the date, time and location of any Special General Meeting.
- 10.3.4 Only the business for which a Special General Meeting has been called will be dealt with at the meeting.

### 10.4 **Special Board Meeting**

- 10.4.1 A Special Meeting of The Board may be convened at the request of three voting members of The Board, in writing, to the secretary. The letter shall outline the purpose of the request. The meeting shall be convened within thirty (30) days of receipt and the meeting will deal only with the matter(s) for which the meeting was requested.

## **11 RULES OF ORDER**

- 11.1 All meetings of The Association shall be conducted according to parliamentary procedure. Where not provided for under the Constitution and By-Laws of The Association Robert's Rules of Order shall apply.

## **12 QUORUM**

- 12.1 A majority of Regional Associations and voting Board Members in good standing shall form a quorum at all General Meetings of The Association.
- 12.2 A majority of voting Board Members shall constitute a quorum for all meetings of The Board
- 12.3 A majority of voting members of the Executive Committee shall constitute a quorum for all meetings of the Executive Committee.

## **13 VOTING**

- 13.1 Members of The Board, as defined in clause 6.1, shall be entitled to one vote each at any meeting of The Association.
- 13.2 The Immediate Past President and any appointee under 6.4, although having no vote at any meeting of the Association, shall have the right to speak to any matter being discussed at all meetings of the Association.
- 13.3 Regional Associations in good standing shall be entitled to vote at a General Meeting of The Association.
- 13.3.1 Regional votes shall be given by the Regional Director or his / her Alternate.
- 13.3.2 Alternate Directors must be approved by the Board 30 days prior to the AGM.
- 13.4 Affiliate Clubs in good standing shall be entitled to vote at any General Meeting of The Association.
- 13.5 If for any reason a club is found to be not in good standing, then the region will lose that number of votes, at any General Meeting, that would have been accrued by that club toward the region's votes.
- 13.6 At General Meetings of The Association each region / affiliate clubs shall receive votes based on membership fees paid no later than 30 days prior to any General Meeting by the region using the following formula:



- 13.6.1 One vote for the first \$500.00, or part thereof, of fees paid;
- 13.6.2 One vote for each additional \$2000.00, or part thereof, of fees paid.
- 13.7 The number of votes granted to a voting member of The Association shall never, under any circumstances, be greater than 25% of the total eligible votes present at any General Meeting.
- 13.8 Each voting Member shall be entitled to have all its votes (as per clause 13.6) cast whether it is represented by one or all of its delegates.
- 13.9 Each Associate Member in good standing shall not be entitled to a vote at any General meeting of the Association.
- 13.10 Life Members shall be entitled to a voice, but no vote at all meetings of The Association.
- 13.11 Members in good standing, who attend the meeting, either in person or through an electronic medium, that is approved by the Board of Directors, may cast a vote electronically.
- 13.12 At all meetings of The Association, voting shall be by a show of hands, unless the voting delegates present decide upon a ballot.
- 13.13 Decisions of any Board, Executive or General Meeting of The Association shall be decided by a majority of the votes cast with the exception of 7.3, 13.16 and 23.3.
- 13.14 If a vote by ballot is required, the Chair shall appoint scrutineers who shall total the votes and report them to the Presiding Officer who shall announce the total number of votes cast and the result of the vote to the assembly for the record.
- 13.15 Elected members to The Board may not sit or vote at a General Meeting of The Association in any other capacity other than that for which they were elected.
- 13.16 All amendments to the By-Laws affecting the Articles of Incorporation will be decided by a two-thirds (2/3) majority vote of the voting delegates in attendance at a meeting where such amendments are being considered.
- 13.17 The President may conduct a vote of the Board or Executive Committee on any matter by email, or by some other electronic means, when s/he deems such a vote necessary.

## **14 TENURE AND ELECTION OF THE BOARD**

- 14.1 The Board, except for the Past-President and appointees, shall be elected (as per 14.3 and 14.4 annually by secret ballot at the Annual General Meeting and shall remain in office for the duration of their term.

- 14.2 The term of office for Members of the Board, except appointees appointed under clause 6.4, shall be two years.
- 14.3 The election of Members of the Executive Committee shall be held at the Annual General Meeting and the format shall be as follows:
  - 14.3.1 In even numbered years the President, Secretary and Vice President Youth shall be elected to serve a two (2) year term.
  - 14.3.2 In odd numbered years the Vice President Senior Men, Vice President Senior Women and Treasurer shall be elected to serve a two (2) year term.
- 14.4 Regional Directors shall be appointed at the Annual General Meeting and the format shall be as follows:
  - 14.4.1 In even numbered years, a named representative from St. John's, Burin Peninsula, Central, Labrador West, Paradise, and CBS shall be appointed to the Board to serve a two (2) year term. Each Region may name another person from their Region who will have the right to attend all meetings, speak and vote on behalf of the Region in the absence of the named representative.
  - 14.4.2 In odd numbered years, a named representative from Mount Pearl, Avalon, Trinity Conception Placentia, Western, and Labrador East shall be appointed to The Board to serve a two (2) year term. Each Region may name another person from their Region who will have the right to attend all meetings, speak and vote on behalf of the Region in the absence of the named representative.
- 14.5 The newly elected Officers shall take office at the close of the Annual General Meeting.
- 14.6 If any nominee for the Board is absent from the Annual General Meeting, s/he must signify in writing to The Association his or her willingness to stand for office before being nominated.

## **15 Procedure for Election of Officers**

- 15.1 To be elected to the Executive Committee, a candidate must have a majority of the valid votes cast. In any contested election, voting shall be by secret ballot.
- 15.2 If a person receives a majority of the valid votes cast, s/he is elected.
- 15.3 If no person receives a majority of the valid votes cast, there shall be another ballot from which the name of the person receiving the least number of votes in the previous ballot shall be omitted.
- 15.4 If more than three persons have contested an office, this process may be repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot.

- 15.5 If two or more candidates have the least number of votes, voting delegates at the meeting shall determine, by ballot, which one of them shall be removed from the next ballot.
- 15.6 No paid employee of any affiliated Association, League or Club and no paid employee of this Association shall sit as an elected, appointed or designated member of The Board.
- 15.7 Nominations for positions on the Executive Committee of The Association shall be made by Members, and each nomination must be submitted in writing, to the Business Manager of The Association 30 days prior to the AGM/Election of Officers.
- 15.8 Nominations from the floor are not permitted. Where no nomination is received for any position up for election then the Board shall appoint a person to fill that position until the next Annual General Meeting of The Association.

## **16 EXECUTIVE COMMITTEE**

- 16.1 The Executive Committee shall consist of:
- a) Immediate Past President
  - b) President
  - c) Vice President Senior Men
  - d) Vice President Senior Women
  - e) Vice President Youth
  - f) Secretary
  - g) Treasurer
- 16.2 The Executive Committee shall exercise all powers of the Board between meetings if these powers have been delegated and action taken exercising delegated authority shall be reported to the Board at its next scheduled meeting.
- 16.3 Meetings of the Executive Committee shall be held at the call of the President.

## **17 DUTIES OF BOARD MEMBERS**

- 17.1 The President shall:
- 17.1.1 Be the Chief Executive Officer of The Association and shall have the authority and responsibility for administering the affairs of The Association within the policies established by the Board.
  - 17.1.2 Preside at all meetings of The Association, the Board and the Executive Committee. In the absence of the President the senior (longest serving on Board) Vice President in attendance shall preside over any meetings.
  - 17.1.3 Represent The Association at the CSA AMM and when required by Canada Soccer.

17.1.4 Make recommendations to the Board regarding committees and chairpersons.

17.1.5 Is an ex-officio member of all committees of The Association

17.2 The Vice President Senior Men shall:

17.2.1 Coordinate all aspects of Senior Men's Soccer within the Province.

17.2.2 Coordinate all Senior Men's Soccer tournaments with Regional Associations.

17.2.3 Be involved in all decisions affecting Senior Men's Soccer in the Province.

17.2.4 Be Commissioner of the Challenge Cup League, and cannot be in conflict or be affiliated with any club in senior men's leagues, and must be independent and impartial and not influenced by self-interest, outside pressure, expectation of reward, or fear of criticism;

17.3 The Vice President Senior Women shall:

17.3.1 Coordinate all aspects of Senior Women's Soccer within the Province.

17.3.2 Coordinate all Senior Women's Soccer tournaments with Regional Associations.

17.3.3 Be involved in all decisions affecting Senior Women's Soccer in the Province

17.3.4 Be Commissioner of the Jubilee Trophy League and cannot be in conflict or be affiliated with any club in senior women's leagues, and must be independent and impartial and not influenced by self-interest, outside pressure, expectation of reward, or fear of criticism.

17.4 The Vice President Youth shall:

17.4.1 Coordinate all aspects of Youth Soccer (as defined by CSA) within the Province.

17.4.2 Coordinate all Youth Soccer Tournaments with Regional Associations.

17.4.3 Be involved in all decisions affecting Youth Soccer in the Province.

17.4.4 Be Commissioner of the Provincial Youth League and cannot be in conflict or be affiliated with any club in the Provincial Youth League and must be independent and impartial and not influenced by self-interest, outside pressure, expectation of reward, or fear of criticism;

17.5 The Treasurer shall:

- 17.5.1 Take charge of all monies belonging to The Association.
  - 17.5.2 Direct payment of money by cheques signed by the designated signing officers of The Association.
  - 17.5.3 Present a yearly audited financial report at the Spring Planning Meeting of The Association.
  - 17.5.4 Ensure that all monies are deposited in such depositories as designated by the Board.
  - 17.5.5 Make recommendations on all proposed financial matters.
  - 17.5.6 Assist the auditors as required.
  - 17.5.7 Render a financial report at all regular meetings of The Association.
  - 17.5.8 Be Chairperson of The Association's Finance Committee
- 17.6 The Secretary shall:
- 17.6.1 Give notice of all meetings of The Association.
  - 17.6.2 Record the proceedings of all meetings of The Association.
- 17.7 The Regional Directors shall:
- 17.7.1 Carry out the policies of The Association in their respective Region.
  - 17.7.2 Place emphasis on membership within the region.
  - 17.7.3 Be responsible for liaison between The Association and the Region.
  - 17.7.4 Coordinate activities and programs in the Region.
  - 17.7.5 May appoint committees to assist in carrying out the wishes of The Association.
  - 17.7.6 Represent The Association within the Region they represent.
- 17.8 The Past President shall:
- 17.8.1 Assist and advise the incoming Executive.
  - 17.8.2 Be an ex-officio member with no voting privileges.
- 17.9 The Board shall have the authority to amend these duties and responsibilities as it deems necessary for the betterment of the objectives of The Association.

## **18 POWERS OF THE BOARD**

- 18.1 The Board shall be vested with the authority to direct the affairs of The Association.
- 18.2 The Board shall be responsible to the Members of The Association.
- 18.3 The Board shall implement and control the policies, finances and general affairs of The Association.

## **19 SIGNING OFFICERS**

- 19.1 The signing authority of The Association for cheques and payments drawn on current operating accounts of The Association, shall be any two (2) members of the Executive Committee or the Business Manager.
- 19.2 The signing authority for notes, financial instruments and all other financial documents shall be any two (2) of the President, the Treasurer and the Secretary.
- 19.3 Whenever possible, all cheques and financial documents should bear the signature of the Treasurer.
- 19.4 The two signing officers for cheques and payments drawn on current operating accounts of The Association must initial the invoice being paid.

## **20 VACANCIES**

- 20.1 The office of a Member of The Board and/or the Executive Committee may be vacated:
  - 20.1.1 upon resignation, in writing;
  - 20.1.2 if s/he absents him/herself from three (3) consecutive meetings without just cause.
  - 20.1.3 if s/he is removed by resolution of The Association for good and sufficient cause
- 20.2 Should a vacancy occur on the Board or the Executive Committee, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.
- 20.3 Should a vacancy on the Board occur at the Annual General Meeting, the vacancy shall be filled in accordance with clause 15.8
- 20.4 If the office of the President shall become vacant for any reason during his/her term of office, the Board shall elect a new President from the Executive Committee, until an election can be held at a general meeting of The Association. However, the immediate Past President shall remain in office.

## **21 AUDIT**

- 21.1 Auditors shall be appointed by The Board at the Annual General Meeting each year and, upon failure of the members to appoint an auditor, the Board will do so.
- 21.2 The auditors shall, at any time, at the request of the Board, audit the books, accounts and balance sheets of The Association and shall, for this purpose, have access to all documents, securities and receipts of The Association.
- 21.3 An audited financial statement, together with a copy of the Auditor's Report, shall be forwarded to each Regional Association and to members of the Board at least fourteen (14) days before the date of the Annual General Meeting.
- 21.4 Audited financial statements, together with a copy of the Auditor's Report, for the most recent completed fiscal year of The Association, shall be presented at each Annual General Meeting.

## **22 STAFF**

- 22.1 The Association may hire staff to assist with the routine business of The Association.
- 22.2 Terms of reference and conditions of employment for the staff shall be established by a written contract.
- 22.3 The Executive Committee, or a sub-committee designated by the Executive Committee, shall determine the working conditions and duties of these positions and is responsible for informing the Board of any matters related to the staff.

## **23 AMENDMENTS**

- 23.1 All proposed amendments to these By-Laws must be received by the Secretary in writing not less than twenty-one (21) days before an Annual General Meeting or Special General Meeting called for that purpose.
- 23.2 Copies of proposed amendments to these By-Laws shall be sent to the Membership not less than fourteen (14) days prior to the General Meeting at which they are to be considered.
- 23.3 Amendments to these By-Laws shall become effective at the end of the General Meeting where they were considered upon attaining a two-thirds (2/3) majority of the votes cast by the delegates.

## **24 APPOINTMENT OF COMMITTEES**

- 24.1 The Board shall, each year, appoint committees as it sees fit, and give such committees duties and powers as it sees fit.
- 24.2 The President shall be ex-officio, a member of all committees.

## **25 INDEMNITY**

- 25.1 Every Officer or Member of the Board, or other servant of The Association, shall be indemnified by The Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except as such happens from their own respective willful neglects or defaults.

## **26 OTHER REGULATIONS**

- 26.1 The Association may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer.
- 26.2 The Association may make such regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- 26.3 No such regulations may violate an individual's rights or freedoms except as may be required to protect the rights and freedoms of any other individual and to ensure the stability of the basic structure of the game.
- 26.4 The Rules and Regulations of The Association may be added to and/or amended between General Meetings by the Board; however, such amendments must be presented at the next General Meeting of The Association for ratification.
- 26.5 The Rules and Regulations of The Association may be amended by a majority vote of those accredited Members present at a General Meeting.

## **27 DISSOLUTION**

- 27.1 It is specifically provided that in the event of dissolution or winding up of The Association all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in the Province.